EXHIBIT 3

Affidavit of James W. Hennessey

IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF SOUTH CAROLINA GREENVILLE DIVISION

The Michelin Retirement Plan, et al., :

C.A. No. 6:16-cv-03604-HMH-JDA

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Plaintiffs,

:

v.

: AFFIDAVIT OF JAMES W.

Dilworth Paxson LLP, et al.,

HENNESSEY, ESQUIRE IN SUPPORT

OF DEFENDANTS DILWORTH

Defendants.

PAXSON LLP'S AND TIMOTHY B. ANDERSON'S MOTION TO DISMISS

COMMONWEALTH OF PENNSYLVANIA

:

COUNTY OF PHILADELPHIA

PERSONALLY APPEARING before me James W. Hennessey, who, being first duly sworn, says and deposes:

- I am a partner of Dilworth Paxson LLP ("Dilworth") and currently serve as Dilworth's Chief Operating Officer.
- 2. As Chief Operating Officer, I am a member of Dilworth's Operating Committee and an *ex officio* member of its Executive Committee.
- 3. In those capacities, I am familiar with all of Dilworth's business operations.
- 4. Based upon my personal knowledge, I declare the following:
 - a. Dilworth Paxson LLP is a limited liability partnership registered to do business in Pennsylvania.
 - b. Between August 2012 and February 2016, Timothy B. Anderson was a member of Dilworth.

- c. Dilworth has offices in Philadelphia, Pennsylvania, Harrisburg, Pennsylvania, Cherry Hill, New Jersey, Wilmington, Delaware and New York, New York.
- d. Dilworth does not have contacts with the State of South Carolina as demonstrated by the following:
 - i. Dilworth has never had an office in South Carolina;
 - ii. Dilworth has never registered to do business in South Carolina;
 - iii. Dilworth has never maintained an agent in South Carolina;
 - iv. None of Dilworth's attorneys is licensed to practice law in South Carolina;
 - v. Dilworth has never owned real or personal property in South Carolina;
 - vi. Dilworth does not advertise or otherwise solicit business in South Carolina;
 - vii. Dilworth does not pay taxes in South Carolina;
 - viii. Dilworth has never had a bank account in South Carolina;
 - ix. Dilworth does not employ any resident of South Carolina;
 - x. Dilworth has never deliberately engaged in significant or long-term business activities in South Carolina;
 - xi. Dilworth had no contact with the Plaintiffs regarding the Wakpamni Lake Bond which is at issue in the litigation;
 - xii. Dilworth's contractual relationship with its client, Burnham Securities, Inc., was formed in Pennsylvania;
 - xiii. Dilworth's activities on behalf of Burnham Securities, Inc. took place in Pennsylvania;

- xiv. Dilworth has never committed a tortious act in whole or in part in South Carolina; and
- xv. Dilworth has never caused tortious injury in the State of South Carolina by an act or omission outside South Carolina.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Sworn to before me this 6 day of February, 2017

Notary Public for Pennsylvania

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL DEBORAH E. FARRIS, Notary Public City of Philadelphia, Phila. County My Commission Expires March 5, 2017